

PAUL, WEISS, RIFKIND, WHARTON &  
GARRISON LLP  
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Paul M. Basta  
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Lewis R. Clayton

*Counsel for the Debtors, Acting at the  
Direction of the Restructuring Sub-Committee*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
**In re:** : **Chapter 11**  
:   
**SEARS HOLDINGS CORPORATION, et al.,** : **Case No. 18-23538 (RDD)**  
:   
**Debtors.**<sup>1</sup> : **(Jointly Administered)**  
:   
-----X

**ELEVENTH MONTHLY FEE STATEMENT OF  
PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP  
FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES INCURRED AS ATTORNEYS FOR DEBTORS  
FOR PERIOD FROM AUGUST 1, 2019 THROUGH AUGUST 31, 2019**

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); SHC Licensed Business LLC (3718); SHC Promotions LLC (9626); Sears Brands Management Corporation (5365), and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Name of Applicant: Paul, Weiss, Rifkind, Wharton & Garrison LLP

Authorized to Provide Professional Services to: Debtors and Debtors in Possession

Date of Retention: November 16, 2018, *nunc pro tunc* to October 15, 2018

Period for which compensation and reimbursement is sought: August 1, 2019 through August 31, 2019

Monthly Fees Incurred: \$73,937.00

20% Holdback: \$14,787.40

Total Compensation Less 20% Holdback: \$59,149.60

Monthly Expenses Incurred: \$46,798.98

Total Fees and Expenses Due: \$105,948.58

This is a:   X   monthly        interim        final application

In accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [ECF No. 796] (the “Interim Compensation Order”),<sup>2</sup> Paul, Weiss, Rifkind, Wharton & Garrison LLP (“Paul, Weiss”) hereby submits this eleventh monthly fee statement (the “Eleventh Monthly Fee Statement”), seeking compensation for services rendered and reimbursement of expenses incurred as counsel to the Debtors, for the period from August 1, 2019 through August 31, 2019 (the “Eleventh Monthly Fee Period”). By this Eleventh Monthly Fee Statement, and after taking into account certain voluntary reductions, Paul, Weiss seeks payment in the amount of \$105,948.58, which comprises (i) \$59,149.60, representing eighty percent (80%) of the total amount of compensation sought for actual and

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<sup>2</sup> Capitalized terms used herein but not otherwise defined herein have the meanings ascribed to them in the Interim Compensation Order.

necessary services rendered during the Eleventh Monthly Fee Period, subject to certain voluntary reductions, and (ii) reimbursement of \$46,798.98, representing one hundred percent (100%) of actual and necessary expenses incurred in connection with such services.

**Services Rendered and Expenses Incurred**

1. Attached as Exhibit A is a summary of Paul, Weiss's professionals by individual, setting forth the (i) name, title, and department of each individual who provided services in connection with the Chapter 11 Cases during the Eleventh Monthly Fee Period, (ii) aggregate hours spent by each individual, (iii) hourly billing rate for each such individual at Paul, Weiss's current billing rates, (iv) amount of fees earned by each Paul, Weiss professional, and (v) the year of bar admission for each attorney. The blended hourly billing rate of Paul, Weiss attorneys during the Eleventh Monthly Fee Period is approximately \$987.38. The blended hourly rate of staff attorneys, paralegals, and other non-legal staff during the Eleventh Monthly Fee Period is approximately \$378.68.

2. Attached as Exhibit B is a summary of the services rendered and compensation sought, by project category, for the Eleventh Monthly Fee Period.

3. Attached as Exhibit C is a summary of expenses incurred and reimbursement sought, by expense type, for the Eleventh Monthly Fee Period.

4. Attached as Exhibit D is itemized time detail of Paul, Weiss professionals for the Eleventh Monthly Fee Period and summary materials related thereto.

**Notice and Objection Procedures**

Notice of this Eleventh Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Rob Riecker (email: Rob.Riecker@searshc.com) and

Luke Valentino (email: Luke.Valentino@searshc.com); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attention: Ray C. Schrock (email: ray.schrock@weil.com), Jacqueline Marcus (email: jacqueline.marcus@weil.com), Garrett A. Fail (email: garrett.fail@weil.com), and Sunny Singh (email: sunny.singh@weil.com); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg (e-mail: paul.schwartzberg@usdoj.gov) and Richard Morrissey (e-mail: richard.morrissey@usdoj.gov); (iv) Paul E. Harner, Ballard Spahr LLP, the independent fee examiner, 1675 Broadway 19th Floor, New York, NY 10019 (email: harnerp@ballardspahr.com); (v) counsel to the Official Committee of Unsecured Creditors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York, 10036, Attention: Philip C. Dublin (email: pdublin@akingump.com), Ira Dizengoff (email: idizengoff@akingump.com), and Sara Lynne Brauner (email: sbrauner@akingump.com); and (vi) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake (email: paul.leake@skadden.com), Shana A. Elberg (email: shana.elberg@skadden.com) and George R. Howard (email: george.howard@skadden.com) (collectively, the “Notice Parties”).

Objections to this Eleventh Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **October 9, 2019** (the “Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

If no objections to this Eleventh Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

If an objection to this Eleventh Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of Eleventh Monthly Fee Statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be heard by the Court.

Dated: September 24, 2019  
New York, New York

/s/ Paul M. Basta  
PAUL, WEISS, RIFKIND, WHARTON &  
GARRISON LLP  
1285 Avenue of the Americas  
New York, New York 10019  
Tel: 212-373-3000  
Fax: 212-757-3990  
Paul M. Basta  
Kelley A. Cornish  
Lewis R. Clayton

*Counsel for the Debtors, Acting at the  
Direction of the Restructuring Sub-Committee*

**Exhibit A**

**Compensation by Professional**

**SUMMARY OF MONTHLY FEE STATEMENT OF  
PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP FOR  
SERVICES RENDERED FOR THE PERIOD  
FROM AUGUST 1, 2019 THROUGH AUGUST 31, 2019**

<b>Name of Professional Partners and Counsel</b>	<b>Title</b>	<b>Department</b>	<b>Year Admitted</b>	<b>Hourly Billing Rate (\$)</b>	<b>Total Billed Hours</b>	<b>Total Compensation (\$)</b>
Kelley Cornish	Partner	Bankruptcy	1984	1,560	4.0	6,240.00
Paul Basta	Partner	Bankruptcy	1993	1,560	6.8	10,608.00
Lewis Clayton	Partner	Litigation	1979	1,560	1.8	2,808.00
Robert Britton	Partner	Bankruptcy	2008	1,165	4.1	4,776.50
Jonathan Hurwitz	Counsel	Litigation	1987	1,160	3.1	3,596.00
Karen King	Counsel	Ligation	2001	1,160	0.6	696.00
<b>Total Partners and Counsel:</b>					<b>20.4</b>	<b>28,724.50</b>

<b>Name of Associates</b>	<b>Department</b>	<b>Year Admitted</b>	<b>Hourly Billing Rate (\$)</b>	<b>Total Billed Hours</b>	<b>Total Compensation (\$)</b>
Jonathan Silberstein-Loeb	Litigation	2015	940	7.2	6,768.00
Emily Hoyle	Litigation	2018	735	3.2	2,352.00
David Giller	Litigation	2015	940	4.2	3,948.00
Caitlin Toto	Bankruptcy	2019	640	17.2	11,008.00
Spencer Young	Litigation	Not admitted	640	2.5	1,600.00
Teresa Lii	Bankruptcy	2014	920	5.8	5,336.00
<b>Total Associates:</b>				<b>40.1</b>	<b>31,012.00</b>

<b>Name of Staff Attorneys, Paralegals and Other Non-Legal Staff</b>	<b>Hourly Billing Rate (\$)</b>	<b>Total Billed Hours</b>	<b>Total Compensation (\$)</b>
Madhuri Pavamani	490	4.8	2,352.00
Francine Murray	490	1.0	490.00
Joseph Monziona	365	21.1	7,701.50
Alan Wilbur	345	10.6	3,657.00
<b>Total Staff Attorneys, Paralegals and Other Non-Legal Staff:</b>		<b>37.5</b>	<b>14,200.50</b>

<b>PROFESSIONALS</b>	<b>BLENDED RATE (\$)</b>	<b>TOTAL BILLED HOURS</b>	<b>TOTAL COMPENSATION (\$)</b>
Partners and Counsel	1,408.06	20.4	28,724.50
Associates	773.37	40.1	31,012.00
Staff Attorneys/Paralegals/ Non-Legal Staff	378.68	37.5	14,200.50
Blended Attorney Rate	987.38		
<b>Total Fees Incurred</b>		<b>98.0</b>	<b>73,937.00</b>

**Exhibit B**

**Compensation by Task Code**

**AGGREGATE TIME SUMMARY BY TASK CODE  
FOR THE PERIOD AUGUST 1, 2019 THROUGH AUGUST 31, 2019**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees (\$)</b>
Case Administration	23.3	11,243.50
Conflict Matters: General	0.3	349.50
Conflict Matters: Investigations & Discovery	11.6	4,147.00
Fee/Employment Applications (Paul, Weiss)	14.2	9,742.00
Fee/Employment Applications (Other)	8.2	5,892.00
Plan and Disclosure Statement	0.8	596.00
Litigation	27.4	24,120.00
Corporate Governance	12.2	17,847.00
<b>TOTAL</b>	<b>98.0</b>	<b>73,937.00</b>

**Exhibit C**

**Expense Summary**

**AGGREGATE ITEMIZED DISBURSEMENTS  
FOR THE PERIOD AUGUST 1, 2019 THROUGH AUGUST 31, 2019**

<b>Expenses Category</b>	<b>Total Expenses (\$)</b>
Professional Services	45,332.50
Court Costs & Litigation Expenses	70.00
Information Retrieval Services	1,107.37
Overtime Expenses	60.00
Duplicating Expenses	28.40
Communications	42.02
Business Expenses	158.69
<b>TOTAL</b>	<b>46,798.98</b>

Total		0.00							
U N B I L L E D   D I S B U R S E M E N T S   D E T A I L									
Period	Cost	Type/ Vendor / Description	Employee	Off	St	Date	Costs	Index	Voucher# Fin Date
0919		AlixPartners LLP	Silberstein-Loeb, J S	01	B	08/26/19	45,332.50	56331142	1633313 09/06/19
		Vendor: AlixPartners LLP - Hosting, productions, and professional fees for July							
		1114 Electronic Discovery Total :					45,332.50		
0819		Maurice Tattnall	Tattnall, M	01	B	08/12/19	70.00	56196255	1629627 08/21/19
		Telephonic appearance fee for T. Lii							
		1299 Misc Court Expense Total :					70.00		
0819		LexisNexis Risk Solution	Olsen, M O	01	B	06/30/19	631.26	56325820	1632847 09/05/19
		Vendor: LexisNexis Risk Solutions GA, Inc. - Accurant Services, June, 2019 Inv#							
		1406 Library Services Total :					631.26		
0819		DOCKETING RESEARCH-PACER	Conniff, D C	01	B	07/01/19	0.11	56182469	08/20/19
0819		DOCKETING RESEARCH-PACER	Conniff, D C	01	B	07/01/19	0.11	56182470	08/20/19
0819		DOCKETING RESEARCH-PACER	Conniff, D C	01	B	07/01/19	1.63	56182471	08/20/19
0819		DOCKETING RESEARCH-PACER	Conniff, D C	01	B	07/01/19	1.85	56182472	08/20/19
0819		DOCKETING RESEARCH-PACER	Conniff, D C	01	B	07/09/19	3.27	56182473	08/20/19
0819		DOCKETING RESEARCH-PACER	Conniff, D C	01	B	07/10/19	1.63	56182474	08/20/19
0819		DOCKETING RESEARCH-PACER	Conniff, D C	01	B	07/10/19	3.27	56182475	08/20/19
0819		DOCKETING RESEARCH-PACER	Conniff, D C	01	B	07/11/19	0.22	56182476	08/20/19
0819		DOCKETING RESEARCH-PACER	Conniff, D C	01	B	07/12/19	0.54	56182477	08/20/19
0819		DOCKETING RESEARCH-PACER	Conniff, D C	01	B	07/12/19	0.22	56182478	08/20/19
0819		DOCKETING RESEARCH-PACER	Conniff, D C	01	B	07/15/19	3.27	56182479	08/20/19
0819		DOCKETING RESEARCH-PACER	Conniff, D C	01	B	07/15/19	3.27	56182480	08/20/19
0819		DOCKETING RESEARCH-PACER	Conniff, D C	01	B	07/15/19	1.63	56182481	08/20/19

Run Date &amp; Time: 09/18/19 14:52:57

Worked thru: 08/31/19

Client: 022429 Sears Holdings Corporation

Resp Prtnrs: PMB SMB LRC

Proforma: 7420952

(00309)

Matter: 00002 Sears Holdings Corp. - In re Sears Holdings Corporation, et.Bill Frq: MClass: 1001Status: B

## UNBILLED DISBURSEMENTS DETAIL

Period Cost Type/ Vendor / Description

Employee

Off

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Date

Costs

Index

Voucher#

Fin Date

0819		Conniff, D C	01	B	07/15/19	0.22	56182482	08/20/19
	DOCKETING RESEARCH-PACER							
0819		Conniff, D C	01	B	07/15/19	2.94	56182483	08/20/19
	DOCKETING RESEARCH-PACER							
0819		Conniff, D C	01	B	07/15/19	3.27	56182484	08/20/19
	DOCKETING RESEARCH-PACER							
0819		Conniff, D C	01	B	07/15/19	1.85	56182485	08/20/19
	DOCKETING RESEARCH-PACER							
0819		Conniff, D C	01	B	07/15/19	3.27	56182486	08/20/19
	DOCKETING RESEARCH-PACER							
0819		Conniff, D C	01	B	07/16/19	3.27	56182487	08/20/19
	DOCKETING RESEARCH-PACER							
0819		Conniff, D C	01	B	07/16/19	0.65	56182488	08/20/19
	DOCKETING RESEARCH-PACER							
0819		Conniff, D C	01	B	07/16/19	0.22	56182489	08/20/19
	DOCKETING RESEARCH-PACER							
0819		Conniff, D C	01	B	07/19/19	0.11	56182490	08/20/19
	DOCKETING RESEARCH-PACER							
0819		Conniff, D C	01	B	07/19/19	0.33	56182491	08/20/19
	DOCKETING RESEARCH-PACER							
0819		Conniff, D C	01	B	07/19/19	1.09	56182492	08/20/19
	DOCKETING RESEARCH-PACER							
0819		Conniff, D C	01	B	07/22/19	0.11	56182493	08/20/19
	DOCKETING RESEARCH-PACER							
0819		Conniff, D C	01	B	07/22/19	0.11	56182494	08/20/19
	DOCKETING RESEARCH-PACER							
0819		Conniff, D C	01	B	07/22/19	0.22	56182495	08/20/19
	DOCKETING RESEARCH-PACER							
0819		Conniff, D C	01	B	07/22/19	3.27	56182496	08/20/19
	DOCKETING RESEARCH-PACER							
0819		Conniff, D C	01	B	07/22/19	3.27	56182497	08/20/19
	DOCKETING RESEARCH-PACER							
0819		Conniff, D C	01	B	07/22/19	3.27	56182498	08/20/19
	DOCKETING RESEARCH-PACER							
0819		Conniff, D C	01	B	07/23/19	0.11	56182499	08/20/19
	DOCKETING RESEARCH-PACER							
0819		Conniff, D C	01	B	07/23/19	0.11	56182500	08/20/19
	DOCKETING RESEARCH-PACER							
0819		Conniff, D C	01	B	07/23/19	0.11	56182501	08/20/19
	DOCKETING RESEARCH-PACER							
0819		Conniff, D C	01	B	07/23/19	0.11	56182502	08/20/19
	DOCKETING RESEARCH-PACER							

Client: 022429 Sears Holdings Corporation

Matter: 00002 Sears Holdings Corp. - In re Sears Holdings Corp

Run Date &amp; Time: 09/18/19 14:52:57

Worked thru: 08/31/19

Client: 022429 Sears Holdings Corporation

Resp Prtnrs: PMB SMB LRC

Proforma: 7420952

(00309)

Matter: 00002 Sears Holdings Corp. - In re Sears Holdings Corporation, et.Bill Frq: MClass: 1001Status: B

## U N B I L L E D D I S B U R S E M E N T S D E T A I L

Period Cost Type/ Vendor / Description

Employee

Off

St

Date

Costs

Index

Voucher#

Fin Date

0819		Conniff, D C	01	B	07/23/19	1.52	56182503	08/20/19
	DOCKETING RESEARCH-PACER							
0819		Conniff, D C	01	B	07/23/19	3.27	56182504	08/20/19
	DOCKETING RESEARCH-PACER							
0819		Conniff, D C	01	B	07/23/19	0.11	56182505	08/20/19
	DOCKETING RESEARCH-PACER							
0819		Conniff, D C	01	B	07/23/19	0.33	56182506	08/20/19
	DOCKETING RESEARCH-PACER							
0819		Conniff, D C	01	B	07/23/19	0.33	56182507	08/20/19
	DOCKETING RESEARCH-PACER							
0819		Conniff, D C	01	B	07/23/19	1.09	56182508	08/20/19
	DOCKETING RESEARCH-PACER							
0819		Conniff, D C	01	B	07/23/19	0.33	56182509	08/20/19
	DOCKETING RESEARCH-PACER							
0819		Conniff, D C	01	B	07/23/19	0.33	56182510	08/20/19
	DOCKETING RESEARCH-PACER							
0819		Conniff, D C	01	B	07/23/19	0.22	56182511	08/20/19
	DOCKETING RESEARCH-PACER							
0819		Conniff, D C	01	B	07/23/19	1.96	56182512	08/20/19
	DOCKETING RESEARCH-PACER							
0819		Conniff, D C	01	B	07/23/19	1.52	56182513	08/20/19
	DOCKETING RESEARCH-PACER							
0819		Conniff, D C	01	B	07/23/19	0.33	56182514	08/20/19
	DOCKETING RESEARCH-PACER							
0819		Conniff, D C	01	B	07/23/19	0.22	56182515	08/20/19
	DOCKETING RESEARCH-PACER							
0819		Conniff, D C	01	B	07/23/19	3.27	56182516	08/20/19
	DOCKETING RESEARCH-PACER							
0819		Conniff, D C	01	B	07/23/19	0.11	56182517	08/20/19
	DOCKETING RESEARCH-PACER							
0819		Conniff, D C	01	B	07/23/19	2.07	56182518	08/20/19
	DOCKETING RESEARCH-PACER							
0819		Conniff, D C	01	B	07/23/19	0.22	56182519	08/20/19
	DOCKETING RESEARCH-PACER							
0819		Conniff, D C	01	B	07/23/19	2.29	56182520	08/20/19
	DOCKETING RESEARCH-PACER							
0819		Conniff, D C	01	B	07/23/19	0.33	56182521	08/20/19
	DOCKETING RESEARCH-PACER							
0819		Conniff, D C	01	B	07/23/19	3.27	56182522	08/20/19
	DOCKETING RESEARCH-PACER							
0819		Conniff, D C	01	B	07/23/19	3.27	56182523	08/20/19
	DOCKETING RESEARCH-PACER							

Client: 022429 Sears Holdings Corporation

Matter: 00002 Sears Holdings Corp. - In re Sears Holdings Corp

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(00309)

Matter: 00002 Sears Holdings Corp. - In re Sears Holdings Corporation, et.Bill Frq: MClass: 1001Status: B

1418 Docketing Retrieval Total :

75.32

## UNBILLED DISBURSEMENTS DETAIL

Period Cost Type/ Vendor / Description

Employee

Off

St

Date

Costs

Index

Voucher#

Fin Date

0819 CourtAlert.com, Inc. DOCKETING RESEARCH-COURTALERT	Conniff, D C	01	B	08/31/19	2.88	56323044	1632439	09/05/19
0819 CourtAlert.com, Inc. DOCKETING RESEARCH-COURTALERT	Conniff, D C	01	B	08/31/19	2.88	56323045	1632439	09/05/19
0819 CourtAlert.com, Inc. DOCKETING RESEARCH-COURTALERT	Conniff, D C	01	B	08/31/19	389.27	56323046	1632439	09/05/19
0819 CourtAlert.com, Inc. DOCKETING RESEARCH-COURTALERT	Conniff, D C	01	B	08/31/19	2.88	56323047	1632439	09/05/19
0819 CourtAlert.com, Inc. DOCKETING RESEARCH-COURTALERT	Conniff, D C	01	B	08/31/19	2.88	56323048	1632439	09/05/19

1422 General Info Databases Total :

400.79

0819 BUSINESS MEAL CHARGES (JR)	Hurwitz, J	01	B	08/06/19	20.00	56142531		08/14/19
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1707 Overtime Meals Total :

20.00

0819 Teresa Lii Overtime dinner re: working for client, Sears Holdings Corp.	Lii, T L	01	B	07/12/19	20.00	56139450	1628069	08/13/19
0819 Sharebite, Inc. SHAREBITE TKT#:946180 One Thai Chef	Young, S E	01	B	08/01/19	20.00	56152943	1628357	08/14/19

1715 Overtime Meals - In Office Total :

40.00

0819 Copies-Office i-3233	Williams Wells, Z W	01	B	08/15/19	0.70	56204674		08/22/19
0819 Copies-Office i-3233	Williams Wells, Z W	01	B	08/15/19	0.80	56204675		08/22/19
0819 Copies-Office i-3233	Williams Wells, Z W	01	B	08/15/19	0.80	56204676		08/22/19
0819 Copies-Office i-3233	Williams Wells, Z W	01	B	08/15/19	0.80	56204677		08/22/19
0819 Copies-Office i-3233	Williams Wells, Z W	01	B	08/15/19	0.70	56204678		08/22/19
0819 Copies-Office i-3233	Williams Wells, Z W	01	B	08/15/19	0.80	56204679		08/22/19
0819 Copies-Office i-3233	Williams Wells, Z W	01	B	08/15/19	0.80	56204680		08/22/19
0819 Copies-Office i-3233	Williams Wells, Z W	01	B	08/15/19	0.80	56204681		08/22/19

Client: 022429 Sears Holdings Corporation

Matter: 00002 Sears Holdings Corp. - In re Sears Holdings Corp

Run Date &amp; Time: 09/18/19 14:52:57

Worked thru: 08/31/19

Client: 022429 Sears Holdings Corporation

Resp Prtnrs: PMB SMB LRC

Proforma: 7420952

(00309)

Matter: 00002 Sears Holdings Corp. - In re Sears Holdings Corporation, et.Bill Frq: MClass: 1001Status: B

## UNBILLED DISBURSEMENTS DETAIL

Period Cost Type/ Vendor / Description

Employee

Off St

Date

Costs

Index

Voucher#

Fin Date

0819	Williams Wells, Z W	01	B	08/15/19	0.80	56204682	08/22/19
Copies-Office i-3233							
0819	Williams Wells, Z W	01	B	08/15/19	0.80	56204683	08/22/19
Copies-Office i-3233							
0819	Williams Wells, Z W	01	B	08/15/19	0.80	56204684	08/22/19
Copies-Office i-3233							
0819	Williams Wells, Z W	01	B	08/15/19	0.80	56204686	08/22/19
Copies-Office i-3233							
0819	Williams Wells, Z W	01	B	08/15/19	0.80	56204687	08/22/19
Copies-Office i-3233							
0819	Williams Wells, Z W	01	B	08/15/19	0.80	56204688	08/22/19
Copies-Office i-3233							
0819	Williams Wells, Z W	01	B	08/15/19	0.80	56204689	08/22/19
Copies-Office i-3233							
0819	Williams Wells, Z W	01	B	08/15/19	0.80	56204690	08/22/19
Copies-Office i-3233							
0819	Williams Wells, Z W	01	B	08/15/19	0.80	56204691	08/22/19
Copies-Office i-3233							
0819	Williams Wells, Z W	01	B	08/15/19	0.80	56204692	08/22/19
Copies-Office i-3233							
0819	Williams Wells, Z W	01	B	08/15/19	0.80	56204693	08/22/19
Copies-Office i-3233							
0819	Williams Wells, Z W	01	B	08/15/19	0.80	56204694	08/22/19
Copies-Office i-3233							
0819	Williams Wells, Z W	01	B	08/15/19	0.80	56204695	08/22/19
Copies-Office i-3233							
0819	Williams Wells, Z W	01	B	08/15/19	0.80	56204696	08/22/19
Copies-Office i-3233							
0819	Williams Wells, Z W	01	B	08/15/19	0.80	56204697	08/22/19
Copies-Office i-3233							
0819	Williams Wells, Z W	01	B	08/15/19	0.80	56204699	08/22/19
Copies-Office i-3233							
0819	Williams Wells, Z W	01	B	08/15/19	0.70	56204700	08/22/19
Copies-Office i-3233							
0819	Williams Wells, Z W	01	B	08/15/19	0.80	56204701	08/22/19
Copies-Office i-3233							
0819	Williams Wells, Z W	01	B	08/15/19	0.70	56204702	08/22/19
Copies-Office i-3233							
0819	Williams Wells, Z W	01	B	08/15/19	0.80	56204703	08/22/19
Copies-Office i-3233							
0819	Williams Wells, Z W	01	B	08/15/19	0.90	56204704	08/22/19
Copies-Office i-3233							

Client: 022429 Sears Holdings Corporation

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Proforma: 7420952

(00309)

Matter: 00002 Sears Holdings Corp. - In re Sears Holdings Corporation, et.Bill Frq: MClass: 1001Status: B

U N B I L L E D   D I S B U R S E M E N T S   D E T A I L

Period Cost Type/ Vendor / Description		Employee	Off	St	Date	Costs	Index	Voucher#	Fin Date
0819		Williams Wells, Z W	01	B	08/15/19	0.80	56204705		08/22/19
	Copies-Office i-3233								
0819		Williams Wells, Z W	01	B	08/15/19	0.90	56204706		08/22/19
	Copies-Office i-3233								
0819		Williams Wells, Z W	01	B	08/15/19	0.80	56204707		08/22/19
	Copies-Office i-3233								
0819		Williams Wells, Z W	01	B	08/15/19	0.70	56204708		08/22/19
	Copies-Office i-3233								
0819		Williams Wells, Z W	01	B	08/15/19	0.80	56204709		08/22/19
	Copies-Office i-3233								
0819		Williams Wells, Z W	01	B	08/15/19	0.70	56204711		08/22/19
	Copies-Office i-3233								
0819		Williams Wells, Z W	01	B	08/15/19	0.80	56204712		08/22/19
	Copies-Office i-3233								
		1801 Reproduction Exp Total :				28.40			
0819	Two Rivers Conferencing, TELEPHONE TOLLS	Hurwitz, J	01	B	07/19/19	3.03	56273678	1631764	08/30/19
0819	Two Rivers Conferencing, TELEPHONE TOLLS	Hurwitz, J	01	B	07/19/19	4.89	56273679	1631764	08/30/19
0819	Jonathan Silberstein-Loe Cell phone charges for international service while traveling	Silberstein-Loeb, J S	01	B	07/28/19	34.10	56271645	1631515	08/30/19
		1901 Telephone Tolls Total :				42.02			
0819	FLIK International (B) BUSINESS MEAL-Add Ons	Giller, D G	01	B	08/01/19	158.69	56111889	1626361	08/06/19
		RM# 2909 (18)							
		1723 Conference Room Catering Total :				158.69			
		Matter Total :				46,798.98			

**Exhibit D**

**Time Detail**

Run Date &amp; Time: 09/18/19 14:52:56

Worked thru: 08/31/19

Client: 022429 Sears Holdings Corporation

Resp Prtnrs: PMB SMB LRC

Proforma: 7420952

(00309)

Matter: 00002 Sears Holdings Corp. - In re Sears Holdings Corporation, et.Bill Frq: MClass: 1001Status: B

U N B I L L E D T I M E					----- Input since 08/01/2019 -----		----- Total Unbilled -----			
Emp Id	Employee Name	Off	Dp	Group	Hours	Amount	Oldest	Latest	Hours	Amount
00079	Cornish, Kelley A	NY	Bkcy	PARTNER	4.00	6,240.00	08/19/19	08/27/19	4.00	6,240.00
00309	Basta, Paul M.	NY	Bkcy	PARTNER	1.00	1,560.00	07/31/19	08/28/19	6.80	10,608.00
00421	Clayton, Lewis R	NY	Lit	PARTNER	1.80	2,808.00	08/23/19	08/27/19	1.80	2,808.00
08028	Britton, Robert	NY	Bkcy	PARTNER	4.10	4,776.50	08/06/19	08/27/19	4.10	4,776.50
02234	Hurwitz, Jonathan	NY	Lit	COUNSEL	3.10	3,596.00	08/01/19	08/27/19	3.10	3,596.00
05716	King, Karen	NY	Lit	COUNSEL	0.60	696.00	08/20/19	08/20/19	0.60	696.00
07220	Silberstein-Loeb, Jo	NY	Lit	ASSOCIATE	7.20	6,768.00	08/01/19	08/23/19	7.20	6,768.00
07317	Hoyle, Emily M.	NY	Lit	ASSOCIATE	3.20	2,352.00	08/01/19	08/15/19	3.20	2,352.00
07446	Giller, David	NY	Lit	ASSOCIATE	4.20	3,948.00	08/01/19	08/12/19	4.20	3,948.00
07585	Toto, Caitlin J.	NY	Bkcy	ASSOCIATE	17.20	11,008.00	08/01/19	08/29/19	17.20	11,008.00
07597	Young, Spencer E.	NY	Lit	ASSOCIATE	2.50	1,600.00	08/01/19	08/02/19	2.50	1,600.00
08075	Lii, Teresa	NY	Bkcy	ASSOCIATE	5.80	5,336.00	08/03/19	08/22/19	5.80	5,336.00
04279	Pavamani, Madhuri	NY	Lit	STAFF ATTY	4.80	2,352.00	08/01/19	08/16/19	4.80	2,352.00
04719	Murray, Francine N.	NY	Lit	STAFF ATTY	1.00	490.00	08/01/19	08/08/19	1.00	490.00
02444	Monziona, Joseph	NY	Bkcy	PARALEGAL	20.70	7,555.50	07/12/19	08/30/19	21.10	7,701.50
54217	Wilbur, Alan D.	DC	EDP	PARALGL	10.60	3,657.00	08/01/19	08/29/19	10.60	3,657.00
Total:					91.80	64,743.00			98.00	73,937.00

Sub-Total Hours : 16.70 Partners; 3.70 Counsels; 40.10 Assocs; 21.10 Paralgl; 16.40 Others

U N B I L L E D D I S B U R S E M E N T S		Input since 08/01/2019		----- Total Unbilled -----		
Code	Disbursement Name	Amount	Oldest Entry	Latest Entry	Amount	
Professional Services						
1114	Electronic Discovery	0.00	08/26/19	08/26/19	45,332.50	
Total Professional Services					45,332.50	
Court Costs & Lit Expenses						
1299	Misc Court Expense	70.00	08/12/19	08/12/19	70.00	
Total Court Costs & Lit Expenses					70.00	
Information Retrieval Services						
1406	Library Services	631.26	06/30/19	06/30/19	631.26	
1418	Docketing Retrieval	75.32	07/01/19	07/23/19	75.32	
1422	General Info Databases	400.79	08/31/19	08/31/19	400.79	
Total Information Retrieval Services					1,107.37	
Overtime Expenses						
1707	Overtime Meals	20.00	08/06/19	08/06/19	20.00	

Client: 022429 Sears Holdings Corporation

Matter: 00002 Sears Holdings Corp. - In re Sears Holdings Corp

Client: 022429 Sears Holdings Corporation

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Proforma: 7420952

(00309)

Matter: 00002 Sears Holdings Corp. - In re Sears Holdings Corporation, et.Bill Frq: MClass: 1001Status: B

U N B I L L E D   D I S B U R S E M E N T S		Input since 08/01/2019	----- Total Unbilled -----		
Code	Disbursement Name	Amount	Oldest Entry	Latest Entry	Amount
Overtime Expenses					
1715	Overtime Meals - In Office	40.00	07/12/19	08/01/19	40.00
	Total Overtime Expenses				60.00
Duplicating Expenses					
1801	Reproduction Exp	28.40	08/15/19	08/15/19	28.40
	Total Duplicating Expenses				28.40
Communications					
1901	Telephone Tolls	42.02	07/19/19	07/28/19	42.02
	Total Communications				42.02
Business Expenses					
1723	Conference Room Catering	158.69	08/01/19	08/01/19	158.69
	Total Business Expenses				158.69
	Total	1,466.48			46,798.98

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Client: 022429 Sears Holdings Corporation

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Matter: 00002 Sears Holdings Corp. - In re Sears Holdings Corporation, et.Bill Frq: MClass: 1001Status: B

## U N B I L L E D T I M E S U M M A R Y

Employee Name	Off	Dp	Position	Oldest Entry	Latest Entry	Hours
Cornish, Kelley A	NY	Bkcy	PARTNER	08/19/19	08/27/19	4.00
Basta, Paul M.	NY	Bkcy	PARTNER	07/31/19	08/28/19	6.80
Clayton, Lewis R	NY	Lit	PARTNER	08/23/19	08/27/19	1.80
Britton, Robert	NY	Bkcy	PARTNER	08/06/19	08/27/19	4.10
Hurwitz, Jonathan	NY	Lit	COUNSEL	08/01/19	08/27/19	3.10
King, Karen	NY	Lit	COUNSEL	08/20/19	08/20/19	0.60
Silberstein-Loeb, Jo	NY	Lit	ASSOCIATE	08/01/19	08/23/19	7.20
Hoyle, Emily M.	NY	Lit	ASSOCIATE	08/01/19	08/15/19	3.20
Giller, David	NY	Lit	ASSOCIATE	08/01/19	08/12/19	4.20
Toto, Caitlin J.	NY	Bkcy	ASSOCIATE	08/01/19	08/29/19	17.20
Young, Spencer E.	NY	Lit	ASSOCIATE	08/01/19	08/02/19	2.50
Lii, Teresa	NY	Bkcy	ASSOCIATE	08/03/19	08/22/19	5.80
Pavamani, Madhuri	NY	Lit	STAFF ATTY	08/01/19	08/16/19	4.80
Murray, Francine N.	NY	Lit	STAFF ATTY	08/01/19	08/08/19	1.00
NON-LEGAL SUPPORT				07/12/19	08/30/19	31.70

Total:

-----  
98.00

## U N B I L L E D T I M E D E T A I L

Employee Name	Dept	Position	Work Date	Description	Hours	Code
Monzione, Joseph	Bkcy	PARALEGAL	07/12/19	Creation of pdf files containing significant court papers and distribution of pdf files requested by Ms. Lii and Ms. Toto.	0.40	701
Basta, Paul M.	Bkcy	PARTNER	07/31/19	Telephone conference with Weil re case updates.	1.00	701
Toto, Caitlin J.	Bkcy	ASSOCIATE	08/01/19	Review docket for relevant filings.	0.20	701
			08/02/19	Review docket for relevant filings.	0.30	701
Monzione, Joseph	Bkcy	PARALEGAL	08/02/19	Preparation and distribution of pdf files containing selected court papers requested by Ms. Lii and Ms. Toto.	0.50	701
			08/05/19	Creation and distribution of pdf files containing significant court papers and distribution of files to Ms. Lii and Ms. Toto.	0.40	701
Toto, Caitlin J.	Bkcy	ASSOCIATE	08/07/19	Review docket for relevant filings	0.30	701
Monzione, Joseph	Bkcy	PARALEGAL	08/07/19	Creation and distribution of pdf files containing court papers requested by Ms. Lii and Ms. Toto.	0.40	701
			08/08/19	Creation of pdf files containing significant court papers; and distribution of files to Ms. Lii and Ms. Toto.	0.40	701
Toto, Caitlin J.	Bkcy	ASSOCIATE	08/09/19	Review docket for relevant filings	0.20	701

Client: 022429 Sears Holdings Corporation

Matter: 00002 Sears Holdings Corp. - In re Sears Holdings Corp

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Proforma: 7420952

(00309)

Matter: 00002 Sears Holdings Corp. - In re Sears Holdings Corporation, et.Bill Frq: MClass: 1001Status: B

## U N B I L L E D T I M E D E T A I L

Employee Name	Dept	Position	Work Date	Description	Hours	Code
Monzione, Joseph	Bkcy	PARALEGAL	08/09/19	Making arrangements for telephonic hearings on 08/12/19 and 08/16/19 (1.1); and creation / distribution of pdf files containing significant court papers requested by Ms. Lii and Ms. Toto (0.4).	1.50	701
Toto, Caitlin J.	Bkcy	ASSOCIATE	08/12/19	Review docket for relevant filings.	0.10	701
Lii, Teresa	Bkcy	ASSOCIATE	08/12/19	Review hearing logistics (.1); correspond with J. Kellner re same (.1).	0.20	701
Monzione, Joseph	Bkcy	PARALEGAL	08/12/19	Preparation and distribution of pdf files containing court papers requested by Ms. Lii and Ms. Toto (0.2); setting up new hearing dates with CourtSolutions and docketing new dates for upcoming hearings (0.5).	0.70	701
Toto, Caitlin J.	Bkcy	ASSOCIATE	08/13/19	Review docket for relevant filings (.1); attention to professional fee estimates (.2).	0.30	701
Monzione, Joseph	Bkcy	PARALEGAL	08/13/19	Making arrangements for telephonic hearings requested by Ms. Lii (0.6); and preparation / distribution of pdf files containing court papers requested by Ms. Lii (0.2).	0.80	701
			08/14/19	Preparation and distribution of requests for compensation (1.2); and preparation and distribution of pdf files containing court papers requested by Ms. Lii and Ms. Toto (0.3).	1.50	701
			08/15/19	Preparation and distribution of pdf files containing docket court papers requested by Ms, Lii and Ms. Toto (0.3); making arrangements and adding to diary dates of upcoming hearing (0.7).	1.00	701
			08/16/19	Creation of pdf files containing court papers and distribution of pdf files requested by Ms. Lii and Ms. Toto (0.3); and revising list of upcoming court hearing dates (using notices of adjournment and notices of hearing on docket) in preparation of making arrangements for telephonic court hearings (0.9).	1.20	701
Cornish, Kelley A	Bkcy	PARTNER	08/19/19	Correspond with T. Lii re case updates	0.30	701
Monzione, Joseph	Bkcy	PARALEGAL	08/19/19	Creation and distribution of daily docket summary report requested by Ms. Lii and Ms. Toto (0.3); and email exchange with Ms. Lii and Ms. Toto regarding attendance of PW counsel at hearing on 08/22/19 (0.3).	0.60	701
Toto, Caitlin J.	Bkcy	ASSOCIATE	08/20/19	Review docket for relevant filings.	0.20	701

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U N B I L L E D	T I M E	D E T A I L					
Employee Name	Dept	Position	Work Date	Description	Hours		Code
Monzione, Joseph	Bkcy	PARALEGAL	08/20/19	Preparation and distribution of pdf files containing court papers requested by Ms.Lii and Ms. Toto (0.3); and preparation of binder containing hearing adjournment court paper with related list of adjourned hearing dates (0.6).	0.90		701
Toto, Caitlin J.	Bkcy	ASSOCIATE	08/21/19	Review docket for relevant filings.	0.20		701
Lii, Teresa	Bkcy	ASSOCIATE	08/21/19	Review hearing logistics (.1); correspond with J. Monzione re same (.1).	0.20		701
Monzione, Joseph	Bkcy	PARALEGAL	08/21/19	Making arrangement for telephonic court hearing with CourtCall for 08/22/19 and 08/23/19 because of change requested by Judge Drain (1.2); and preparation/ distribution of daily docket summary report requested by Ms. Lii and Ms. Toto (0.3).	1.50		701
Toto, Caitlin J.	Bkcy	ASSOCIATE	08/22/19	Review docket for relevant filings.	0.20		701
Monzione, Joseph	Bkcy	PARALEGAL	08/22/19	Making final arrangement for telephonic court hearing and monitoring call to ensure adequate connectivity (1.5); and creation of pdf files containing court papers and distribution of pdf files requested by Ms. Lii and Ms. Toto (0.3); and contacts with CourtCall regarding upcoming hearing on 08/23/19 (0.2).	2.00		701
			08/23/19	Making final arrangements for telephonic court hearing (0.2); monitoring telephonic court hearing to ensure continuous connectivity (3.0); and preparation / distribution of pdf files containing significant court papers requested by Ms. Lii and Ms. Toto (0.3).	3.50		701
Cornish, Kelley A	Bkcy	PARTNER	08/26/19	Correspond with P. Basta regarding case update	0.30		701
Toto, Caitlin J.	Bkcy	ASSOCIATE	08/26/19	Review docket for relevant filings.	0.20		701
Monzione, Joseph	Bkcy	PARALEGAL	08/26/19	Creation of pdf files containing court papers and distribution of files to Ms. Lii and Ms. Toto.	0.30		701
			08/29/19	Preparation and filing tenth monthly fee statement with USBC/SDNY.	1.00		701
			08/30/19	Preparation and distribution of pdf files containing significant court papers (0.3); and distribution of tenth fee statement requested by Ms. Lii and Ms. Toto (0.2).	0.50		701
Total					23.30		

Client: 022429 Sears Holdings Corporation

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U N B I L L E D T I M E D E T A I L

Employee Name	Dept	Position	Work Date	Description	Hours	Code
Britton, Robert	Bkcy	PARTNER	08/23/19	Correspondence re litigation and transfer issues.	0.30	702

Total 0.30

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## U N B I L L E D T I M E D E T A I L

Employee Name	Dept	Position	Work Date	Description	Hours	Code
Murray, Francine N.	Lit	STAFF ATTY	08/01/19	Email correspondence with J. Silberstein-Loeb, A. Wilbur and M. Pavamani re: document production to board member.	0.20	703
Wilbur, Alan D.	EDP	PARALGL	08/01/19	Correspond with PW team, compile documents, and draft request to vendor to produce additional documents to counsel for Tisch (0.7); receive and control production from vendor, conduct quality control, coordinate service, and advise case team (1.2); investigate subpoena history and advise case team (0.4); follow up on vendor invoices (0.3); correspond with PW team regarding production specifications (0.3); create database overlay for Akin for original Bates numbers and RSSHC Bates numbers, and transmit to case team (0.6).	3.50	703
Murray, Francine N.	Lit	STAFF ATTY	08/02/19	Correspond with J. Silberstein-Loeb re: document production to board member.	0.20	703
Wilbur, Alan D.	EDP	PARALGL	08/02/19	Correspond with PW team re metadata in third party productions with case team, investigate historical treatment of third party productions, and draft request to vendor regarding metadata mapping records	1.10	703
			08/05/19	Analyze mapping of third party metadata fields and advise case team.	0.50	703
Murray, Francine N.	Lit	STAFF ATTY	08/06/19	Email correspondence with J. Silberstein-Loeb, A. Wilbur and M. Pavamani re: document production to board member.	0.30	703
Wilbur, Alan D.	EDP	PARALGL	08/06/19	Review field mapping of third party productions by vendor, compare to debtor productions, and correspond with PW team regarding available metadata (0.8); export overlay of available metadata (0.4).	1.20	703
Murray, Francine N.	Lit	STAFF ATTY	08/08/19	Email correspondence with J. Silberstein-Loeb re: discovery meeting with Akin Gump.	0.30	703
Wilbur, Alan D.	EDP	PARALGL	08/08/19	Run searches to identify potential documents for Tisch production, coordinate production, conduct quality control and coordinate file transfer, and correspond with PW team re same	0.10	703
			08/12/19	Review questions from Simpson Thacher and advise case team regarding details of productions received and sent	0.70	703
			08/15/19	Discuss privilege redactions with case team and draft and discuss request to vendor to create overlay production.	1.00	703

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U N B I L L E D T I M E D E T A I L

Employee Name	Dept	Position	Work Date	Description	Hours	Code
Wilbur, Alan D.	EDP	PARALGL	08/16/19	Finalize quality control on production, discuss with case team, encrypt production, and correspond with PW team regarding service.	0.80	703
			08/19/19	Coordinate service of overlay production	0.70	703
			08/20/19	Correspond with PW team regarding produced documents and discuss overlay production with Akin Gump	0.60	703
			08/29/19	Email and call with accounting group to approve Quislex invoice	0.40	703
Total					11.60	

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Matter: 00002 Sears Holdings Corp. - In re Sears Holdings Corporation, et.Bill Frq: MClass: 1001Status: B

## U N B I L L E D T I M E D E T A I L

Employee Name	Dept	Position	Work Date	Description	Hours	Code
Toto, Caitlin J.	Bkcy	ASSOCIATE	08/02/19	Review second interim fee application	0.80	705
Lii, Teresa	Bkcy	ASSOCIATE	08/05/19	Review and revise second interim fee application.	1.60	705
Britton, Robert	Bkcy	PARTNER	08/06/19	Review, analyze and revise fee statement.	0.50	705
Lii, Teresa	Bkcy	ASSOCIATE	08/06/19	Review interim fee application issues (.1); correspond with PW team re same (.1); revise same (.3).	0.50	705
Toto, Caitlin J.	Bkcy	ASSOCIATE	08/09/19	Review time entries for privilege (.5); review interim fee application (1.1)	1.60	705
			08/12/19	Review interim fee app (.3); review time entries for privilege (.8); correspond with billing department re same (.3)	1.40	705
			08/13/19	Review second interim fee statement (.5); review time entries for privilege (1); correspond with team re bill (.4)	1.90	705
Monziona, Joseph	Bkcy	PARALEGAL	08/13/19	Review time entries for privilege.	2.00	705
Toto, Caitlin J.	Bkcy	ASSOCIATE	08/14/19	Prepare PW interim fee statement for filing (.5); coordinate with team re same (.3); review July time entries for privilege (.4)	1.20	705
Lii, Teresa	Bkcy	ASSOCIATE	08/14/19	Review PW interim fee application (.2); correspond with C. Toto, A. Carr, W. Transier re same (.1).	0.30	705
			08/22/19	Review monthly fee application (.3); correspond with C. Toto re same (.1).	0.40	705
Toto, Caitlin J.	Bkcy	ASSOCIATE	08/22/19	Review fee statement.	0.60	705
Britton, Robert	Bkcy	PARTNER	08/26/19	Review fee application.	0.30	705
Toto, Caitlin J.	Bkcy	ASSOCIATE	08/26/19	Implement comments to PW fee statement, and review same.	0.40	705
			08/28/19	Finalize fee statement for filing.	0.20	705
			08/29/19	Prepare and review excel sheet for fee examiner review.	0.50	705
Total					14.20	

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## U N B I L L E D T I M E D E T A I L

Employee Name	Dept	Position	Work Date	Description	Hours	Code
Toto, Caitlin J.	Bkcy	ASSOCIATE	08/01/19	Correspond with EVR, Stout, and A&M re interim fee application.	0.30	706
Lii, Teresa	Bkcy	ASSOCIATE	08/09/19	Review A&M interim fee application.	0.20	706
Toto, Caitlin J.	Bkcy	ASSOCIATE	08/09/19	Review and edit A&M interim fee statement (1.2); correspond with J. Kravette re same (.2)	1.40	706
			08/12/19	Review A&M interim fee statement and correspond with J. Kravette re same (.5); emails with Stout re interim fee statement (.3)	0.80	706
			08/13/19	Review and revise Stout interim fee application (1.7); correspond with Stout re same (.2); prepare A&M fee statement for filing (.2).	2.10	706
Lii, Teresa	Bkcy	ASSOCIATE	08/13/19	Review Stout interim fee application (.2); correspond with C. Toto re same (.1); review Evercore interim fee application (.9).	1.20	706
			08/14/19	Review Evercore interim fee application (.4); correspond with C. Toto, Evercore re same (.2).	0.60	706
			08/19/19	Review A&M fee application (.2); correspond with J. Kravette re same (.1).	0.30	706
Toto, Caitlin J.	Bkcy	ASSOCIATE	08/21/19	Review and summarize objection to interim fee applications.	0.50	706
			08/26/19	Review Evercore fee statement (.2); correspond with team re same (.2).	0.40	706
			08/28/19	Review and summarize joinders/objections to interim fee application.	0.40	706
Total					8.20	

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U N B I L L E D T I M E D E T A I L

Employee Name	Dept	Position	Work Date	Description	Hours	Code
Toto, Caitlin J.	Bkcy	ASSOCIATE	08/02/19	Review and summarize ESL objection.	0.50	709
Lii, Teresa	Bkcy	ASSOCIATE	08/03/19	Review ESL objection (.2); correspond with R. Britton, C. Toto re same (.1).	0.30	709
Total					0.80	

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Employee Name	Dept	Position	Work Date	Description	Hours	Code
Hurwitz, Jonathan	Lit	COUNSEL	08/01/19	Emails re production of Board materials to Tisch (.2); conference with Akin re document collection and review and prepare for same (1.3); telephone conference with J. Silberstein-Loeb re follow-up (.3).	1.70	710
Silberstein-Loeb, Jon	Lit	ASSOCIATE	08/01/19	Preparing for meeting with Akin re document collection and production	1.20	710
			08/01/19	Conference with Akin re document collection and production (1.3); telephone conference with J. Hurwitz re same (.3).	1.60	710
Young, Spencer E.	Lit	ASSOCIATE	08/01/19	Responding to requests from Akin Gump	0.10	710
			08/01/19	Email correspondence from E. Hoyle re: subpoenas (0.1); email correspondence with D. Giller re: assignment (0.2); reviewed expert presentations (1.1)	1.40	710
Hoyle, Emily M.	Lit	ASSOCIATE	08/01/19	Creating work product containing all discovery requests and subpoenas sent in course of investigation, and responses thereto, to help with transition of case to Akin	2.10	710
Giller, David	Lit	ASSOCIATE	08/01/19	Attended meeting with UCC Counsel re litigation hand off	1.50	710
Pavamani, Madhuri	Lit	STAFF ATTY	08/01/19	Run searches and gather documents re: supplemental TT production; prepare production request and discuss with outside vendor (1.2); prepare documents and background for meeting with AG (1.1)	2.30	710
Hurwitz, Jonathan	Lit	COUNSEL	08/02/19	Emails with PW working group re producing documents to Akin.	0.50	710
Silberstein-Loeb, Jon	Lit	ASSOCIATE	08/02/19	Assembling materials requested by Akin	1.10	710
Young, Spencer E.	Lit	ASSOCIATE	08/02/19	Reviewed presentations and circulated to J. Hurwitz and D. Giller	1.10	710
Hoyle, Emily M.	Lit	ASSOCIATE	08/02/19	Creating work product containing all discovery requests and subpoenas sent in course of investigation, and responses thereto, to help with transition of case to Akin	0.60	710
Giller, David	Lit	ASSOCIATE	08/02/19	Telephone conference with Stout re status of litigation (.2); reviewed potential files to be sent to UCC (.9)	1.10	710
Pavamani, Madhuri	Lit	STAFF ATTY	08/02/19	Correspond with PW team re past productions of board materials and the details/processes of collection and production.	1.20	710
Silberstein-Loeb, Jon	Lit	ASSOCIATE	08/05/19	Preparing for meeting with Akin	0.30	710
Giller, David	Lit	ASSOCIATE	08/05/19	Telephone conference with experts re materials and presentations	0.20	710

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## U N B I L L E D T I M E D E T A I L

Employee Name	Dept	Position	Work Date	Description	Hours	Code
Hurwitz, Jonathan	Lit	COUNSEL	08/06/19	Emails with J. Silberstein-Loeb re production of Board materials (.1). attention to emails re document production in Sears Canada case (.1).	0.20	710
Silberstein-Loeb, Jon	Lit	ASSOCIATE	08/06/19	Preparing for discovery hand over with Akin	0.60	710
			08/07/19	Correspondence with Akin regarding discovery issues	0.20	710
			08/07/19	Reviewing further requests from Akin	0.10	710
			08/08/19	Responding to discovery requests from Akin	0.20	710
			08/09/19	Responding to document requests from Akin	0.60	710
Hoyle, Emily M.	Lit	ASSOCIATE	08/09/19	Working on transition of case to Akin	0.10	710
Giller, David	Lit	ASSOCIATE	08/09/19	Telephone conference with Evercore and experts re materials (.2); compiled materials to be sent to Akin (.3).	0.50	710
Hoyle, Emily M.	Lit	ASSOCIATE	08/12/19	Working on transition of case to Akin	0.20	710
Silberstein-Loeb, Jon	Lit	ASSOCIATE	08/12/19	Responding to Akin discovery-related requests	0.20	710
Giller, David	Lit	ASSOCIATE	08/12/19	Email with S. Buergel and J. Hurwitz re production and experts (.3); email with Akin re same (.3); correspond with L. Clayton re same (.3)	0.90	710
Hoyle, Emily M.	Lit	ASSOCIATE	08/15/19	Working on transitioning discovery to Akin	0.20	710
Silberstein-Loeb, Jon	Lit	ASSOCIATE	08/15/19	Responding to discovery requests from Akin	0.10	710
			08/16/19	Responding to Akin's discovery-related requests	0.10	710
Pavamani, Madhuri	Lit	STAFF ATTY	08/16/19	Prepare small production of documents re: board materials.	1.30	710
Silberstein-Loeb, Jon	Lit	ASSOCIATE	08/19/19	Producing redacted document to defendants	0.20	710
King, Karen	Lit	COUNSEL	08/20/19	Email with Akin re third party discovery and local counsel in HK	0.60	710
Silberstein-Loeb, Jon	Lit	ASSOCIATE	08/22/19	Correspond with J. Hurwitz to discuss email re privilege from R. Perio	0.10	710
Clayton, Lewis R	Lit	PARTNER	08/23/19	Emails with PW team regarding privileged document	0.20	710
Hurwitz, Jonathan	Lit	COUNSEL	08/23/19	Emails with J. Silberstein-Loeb to discuss response to defendants re privilege and revise email in response.	0.50	710
Silberstein-Loeb, Jon	Lit	ASSOCIATE	08/23/19	Emails with PW team regarding privileged document.	0.50	710
Clayton, Lewis R	Lit	PARTNER	08/27/19	Correspond with K. Cornish, P. Basta, R. Britton regarding litigation issues (0.8); call with RSC re same (0.6); telephone conference with J. Hurwitz regarding litigation developments (0.2).	1.60	710
Hurwitz, Jonathan	Lit	COUNSEL	08/27/19	Telephone conference with L. Clayton re case developments.	0.20	710

Total

27.40

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Employee Name	Dept	Position	Work Date	Description	Hours	Code
Britton, Robert	Bkcy	PARTNER	08/07/19	Attend board call.	0.70	716
Basta, Paul M.	Bkcy	PARTNER	08/07/19	Prepare for restructuring committee call (.3); attend same (.7).	1.00	716
			08/14/19	Weekly restructuring committee call.	1.00	716
			08/21/19	Weekly restructuring committee call.	1.00	716
Cornish, Kelley A	Bkcy	PARTNER	08/27/19	Review materials for RC call (1.20); attend same (1.20); follow-up correspondence with Paul, Weiss Team and B. Transier regarding next steps (1.00)	3.40	716
Britton, Robert	Bkcy	PARTNER	08/27/19	Prepare for board call (.7); attend board call (partial) (1); follow up with PW team regarding same (.6).	2.30	716
Basta, Paul M.	Bkcy	PARTNER	08/27/19	Restructuring committee call (1.2); follow up with PW team re same (.6).	1.80	716
			08/28/19	Restructuring committee call.	1.00	716
				Total	12.20	
				Matter Total	98.00	

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